

1 **Rule 14-205. Board.**

2 (a) Number and terms. There ~~shall~~must be a Board consisting of no fewer
3 than 13 but no more than 15 voting members, including 11 elected lawyers and
4 two non-lawyers appointed by the Supreme Court. Except as otherwise
5 provided, the term of office of each commissioner ~~shall be~~is three years and
6 until a successor is elected and qualified.

7 (b) Vacancies. A lawyer vacancy on the Board occurs by reason of death,
8 resignation, incapacity, retirement, removal, change of residence from Utah, or
9 upon the incumbent ceasing to be an active lawyer member of the Bar licensee
10 in good standing. A vacancy created by a lawyer commissioner ~~shall~~will be
11 filled by the remaining Board members by either:

12 (b)(1) conducting a special election;

13 (b)(2) appointing a successor from among the active lawyer members of the
14 Bar licensees whose business mailing addresses on the records of the Bar are
15 in the division from which the commissioner was elected, who ~~shall~~will serve
16 until the following annual election; or

17 (b)(3) filling the vacancy through the next regular annual election.

18 The Board may establish the term of the successor to be either a one, two
19 or full three-year term, provided that there would be not more than three but not
20 fewer than two commissioners from the Third Division whose terms expire in
21 any one year and not more than five but not fewer than four commissioners on
22 the Board whose terms expire in any one year.

23 (b)(4) A President's unexpired Commission term ~~shall~~will be filled in the
24 regular election cycle immediately preceding the time he or she succeeds to the
25 office of President.

26 (c) Removal. A lawyer commissioner may be removed from the Board by:

27 (c)(1) The vote of eight of the twelve commissioners (other than the
28 commissioner proposed for removal) at a meeting of which advance notice of
29 the removal vote is given as provided in paragraph 14-204(a)(2), provided that
30 commissioners who are eligible to vote but who are not in attendance at the
31 meeting may submit their vote in writing to the executive director; or

32 (c)(2) The vote of a majority of the active ~~lawyer members of the Bar~~
33 licensees in the division which elected the commissioner voting in a special
34 election held for the purpose of consideration of removal. Ballots ~~shall~~will be
35 emailed to the lawyer licensees' address of record with the Bar, first class, 20
36 days after the filing of a petition calling for removal signed by 10% of the active
37 ~~members of the Bar~~ lawyer licensees in the division which elected the
38 commissioner. Ballots ~~shall be~~are due by 9:59 p.m. Mountain Time 17-15 days
39 after emailing and the results will be tabulated and announced not more than
40 45 days after the filing of the petition.

41 (d) General powers. The Board may exercise all powers necessary and
42 proper to carry out the duties and responsibilities of the Bar and the purposes
43 of Article 1, Integration and Management, and ~~shall~~may exercise all authority
44 which is not specifically reserved to the Supreme Court.

45 (e) Election notice. Notice of election of commissioners and of the divisions
46 from which they ~~shall~~will be elected during the current year ~~shall~~will be emailed
47 to the active ~~members~~lawyer licensees of the Bar in that division no later than
48 90 days prior to the date ~~on which ballots will be counted~~the election closes.

49 (f) Nomination. Commissioners ~~shall be~~are nominated by written petition
50 complying with Article 1, Integration and Management, and filed with the
51 executive director at least 60 days prior to the date ~~on which ballots will be~~

52 ~~counted the election closes. Such The~~ petitions must be signed by ten active
53 ~~lawyer members of the Bar licensees~~ whose business mailing addresses on the
54 records of the Bar are in the division from which the election is to be held. Only
55 active ~~members of the Bar~~ lawyer licensees eligible to vote in that division may
56 be nominated to serve as commissioner.

57 (g) Form of petition. The executive director ~~shall will~~ prepare a form of
58 petition for the nomination of commissioners and ~~shall~~ furnish copies to any
59 active ~~member~~ lawyer licensee upon request. Nominations may be made on
60 ~~such the~~ forms, but nominations in any other form of petition which complies
61 with Article 1, Integration and Management and these Bylaws ~~shall will~~ be
62 ~~deemed~~ sufficient.

63 (h) Election procedures.

64 (h)(1) Ballots ~~shall will~~ be provided to all active lawyer members licensees in
65 each division in which an election is to be held, containing the alphabetized
66 names of those ~~members~~ lawyer licensees who have been nominated from the
67 respective divisions. ~~Said The~~ ballots ~~shall will~~ be provided electronically, ~~and~~
68 ~~if by mail, mailed~~ to active members lawyer licensees at their ~~business mailing~~
69 ~~email address of record with the Bar address in the respective divisions~~ at least
70 15 days prior to the date ~~on which ballots will be counted~~ the election closes.

71 ~~(h)(2) The ballot, together with a ballot envelope and a cover envelope in~~
72 ~~which the voting member shall identify himself or herself, shall be included in~~
73 ~~the mailing.~~

74 (h)(3)~~2~~ Ballots ~~shall state the date upon which they are due and shall must~~
75 ~~be returned so as to reach the Bar offices, whether by mail, in person or~~
76 ~~submitted electronically~~ no later than ~~5:009:59~~ p.m. Mountain Time on the day

77 ~~prior to the date ballots will be counted. Balloting shall close at 5:00 p.m. the~~
78 ~~election closes.~~

79 ~~(h)(4) The executive director shall designate the time, date and place for the~~
80 ~~counting of ballots, and shall arrange for the counting for those ballots not cast~~
81 ~~electronically.~~

82 ~~(h)(5) Each candidate for a Board position may submit in writing the names~~
83 ~~of two persons to act as ballot counters, and arrange to have counters at the~~
84 ~~Bar offices or such other place as the executive director shall determine on the~~
85 ~~date and time for counting ballots.~~

86 (h)(6) Successful candidates shall will be notified ~~of that fact~~ by the president
87 Executive Director. ~~who shall then~~ The President must call a meeting of the
88 Board prior to the end of the annual meeting for the purpose of re-organizing
89 the Board. Public announcement of election results shall will be made at the
90 discretion of the president.

91 (h)(7) The terms of new commissioners shall will begin when they are seated
92 at the reorganization meeting of the Board.

93 (h)(8) If an insufficient number of nominating petitions are filed to require
94 balloting in a division, the person or persons nominated shall will be declared
95 elected.

96 (h)(9) If any day or date set forth above ~~shall fall on a~~ falls on Saturday,
97 Sunday or holiday, the act required or time fixed shall will occur on or run from
98 the next working day.

99 (i) Disputed election.

100 (i)(1) If there is a dispute as to the validity of the election of a commissioner,
101 it shall will be resolved by the Board at its first meeting after the election or at
102 an adjourned meeting. Any Board member involved in the dispute shall will not

103 be entitled to vote. The executive director ~~shall~~will give written notice to each
104 candidate of the hearing on the contested election and each candidate ~~shall~~will
105 have the right to be personally present, to be represented by counsel and to
106 present proof at ~~such~~the hearing. The Board ~~shall have~~has the right to ~~examine~~
107 ~~the ballots and to~~ inquire into ~~their validity and into~~ all matters germane to the
108 election and dispute.

109 (i)(2) The Board may designate a committee from among its members to
110 hear disputed election matters, but decisions of the committee ~~shall~~will not be
111 effective until approved by the Board. In every contested election hearing, the
112 Board ~~shall have~~has the right to prescribe rules and regulations for the conduct.

113 (i)(3) The decision of the Board ~~shall~~is ~~be~~ final.

114 (j) Meetings.

115 (j)(1) The Board ~~shall~~will hold regular meetings at the Bar offices or at such
116 other place as the Board may determine.

117 (j)(2) Special meetings of the Board may be held at any time upon the call of
118 the president, and ~~shall~~must be called by him or her at the written request of
119 three or more members of the Board.

120 (j)(3) Reasonable notice of the time and place of all regular special meetings
121 ~~shall~~must be given to each member of the Board by the executive director by
122 ~~mail, telephone, fax, e-mail or telegraph.~~email.

123 (j)(4) At any regular or special meeting of the Board, any business may be
124 transacted which is within the power of the Board, whether or not such business
125 has been placed upon the agenda in advance; provided, however, that advance
126 notice pursuant to subparagraph (j)(3) above must be given for removal of
127 officers and lawyer commissioners.

128 (j)(5) If less than a quorum of the Board is present at a meeting, those
129 present may adjourn the meeting to a later time, and if a quorum is present at
130 the time to which the meeting was adjourned, the Board may proceed with the
131 conduct of business without further call or notice.

132 (j)(6) If the president desires the vote of the Board without calling a meeting,
133 ~~such~~ a vote may be taken by telephone or, e-mail ~~or fax~~, provided that all
134 members of the Board ~~who are available at their respective business offices~~
135 ~~shall~~are be given an opportunity to vote.

136 (k) Quorum. Eight members of the Board ~~shall~~ constitute a quorum for
137 conducting the business of the Board and a majority vote of those present and
138 voting at any meeting ~~shall be~~is sufficient to take effective action to bind the
139 Board; provided, however, that the nomination of candidates to run for the office
140 of president-elect and the selection of a lawyer commissioner to fill a vacancy
141 ~~shall~~must be by majority vote of the entire Board. All members of the Board
142 who are present ~~shall~~must vote on all matters when a vote is taken unless they
143 excuse themselves from voting or are excused from voting by a majority of the
144 Board members present ~~by reason~~because of a conflict of interest.

145 (l) Executive Committee. An Executive Committee of not fewer than three
146 members, two of whom shall be the president and the president-elect, with the
147 remaining members of the Executive Committee being voting members of the
148 Board, ~~shall~~will be appointed by the president with the approval of the Board.
149 The executive director ~~shall~~will be an ex-officio member of the Executive
150 Committee. The duties of the Executive Committee shall include:

151 (l)(1) the handling of emergency matters when the entire Board cannot be
152 convened or the requirements of paragraph (g) above cannot be met;

153 (l)(2) the review of the affairs of the Bar and the making of recommendations
154 to the Board;

155 (l)(3) the handling of ministerial and routine business of the Bar which
156 transpires between Board meetings; and

157 (l)(4) any other matters delegated to it by the Board.

158 All recommendations and ministerial matters ~~shall~~must be reported to the
159 Board as a part of the agenda for the next Board meeting following ~~such~~the
160 action.

161 (m) Liaison assignments. In addition to performing ~~such~~ duties ~~as are~~
162 required by law or which may be assigned to individual members of the Board,
163 commissioners and officers may be assigned as contacts or liaison
164 representatives to the various committees, sections and units of the Bar, and in
165 ~~such~~that capacity ~~shall~~will have the authority to call meetings of the
166 committees, sections or units of the Bar and may report thereafter at the
167 meetings of the Board. The members of the Board and officers should affiliate
168 and participate with, and be informed upon the work of the American Bar
169 Association and other organizations on subjects relating to those under
170 consideration by the Board, committees, sections and units of the Bar to which
171 the Board members are assigned.

172 (n) Sub-committees. The Board may appoint ~~such~~ sub-committees ~~as it~~
173 ~~deems desirable in order to~~to carry out its functions.

174 (o) Executive ~~director~~Director.

175 (o)(1) The ~~executive~~Executive ~~director~~Director ~~shall~~is ~~be~~ selected by the
176 Board ~~at the meeting held immediately following the adjournment of the annual~~
177 ~~convention~~.

178 (o)(2) The salary ~~and,~~ duties and employment term of the ~~executive~~
179 Executive director ~~Director~~ are contained in the Executive Director's
180 employment agreement with the Board. ~~shall be fixed by the Board. The term~~
181 ~~of office of the executive director shall be for one year.~~

182 (o)(3) The ~~executive~~ Executive director ~~Director shall will have and~~ perform
183 duties as secretary to the Board as provided by law and ~~such~~ any other duties
184 ~~as shall be~~ prescribed by the Board or delegated by the president, not
185 inconsistent with law and these Bylaws. The Executive Director has the
186 authority to hire and terminate staff.

187 (p) Ex-officio members. Ex-officio members of the Board may be designated
188 by the Board from year to year, but any designation ~~shall will~~ not be effective
189 for more than one year, and ~~such~~ ex-officio members ~~shall are~~ not ~~be~~ entitled
190 to vote.